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Signed and Filed: February 13, 2019

**DENNIS MONTALI**  
U.S. Bankruptcy Judge

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*Proposed Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the lead case,  
No. 19-30088 (DM)*

Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**ORDER APPROVING STIPULATION  
BETWEEN DEBTORS AND  
CALIFORNIA PUBLIC UTILITIES  
COMMISSION**

**Weil, Gotshal & Manges LLP**  
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1 The Court, having considered the *Stipulation Between Debtors and California Public*  
2 *Utilities Commission* filed on February 12, 2019 [Dkt No. 410] (the “**Stipulation**”) by and between  
3 PG&E Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession  
4 (collectively, the “**Debtors**”), and party in interest the California Public Utilities Commission (the  
5 “**Commission**”), by and through their undersigned counsel, and containing the following  
6 representations by the parties to the Stipulation:

7 1. The Debtors are not seeking, and will not seek, in the adversary proceeding  
8 captioned *PG&E Corp., et al. v. Federal Energy Regulatory Commission*, Adv. Pro. No. 19-03003  
9 (the “**FERC Adversary Proceeding**”), an order or judgment (a) affecting the Commission’s right  
10 to contend that the Debtors may not reject the executory power purchase agreements at issue in  
11 the FERC Adversary Proceeding or any other power purchase agreement (“**PPAs**”) without prior  
12 permission to do so from the Commission, or (b) otherwise preempting, dislodging, or affecting  
13 any regulatory jurisdiction that the Commission may have under California law with respect to the  
14 PPAs.

15 2. The Debtors reserve the right to contend, outside the context of the FERC  
16 Adversary Proceeding, that they may reject PPAs without permission from the Commission, and  
17 the Commission reserves the right to oppose any such contention.

18 3. This stipulation and agreement is without prejudice to the Commission’s  
19 rights and immunities under the Eleventh Amendment to the United States Constitution and related  
20 principles of sovereign immunity.

21 **NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE**  
22 **INCORPORATED HEREIN, AND GOOD CAUSE APPEARING, IT, IT IS HEREBY**  
23 **ORDERED THAT:**

24 1. The Stipulation is approved.

25 2. The Court shall retain jurisdiction to resolve any disputes or controversies  
26 arising from this Order or the Stipulation.

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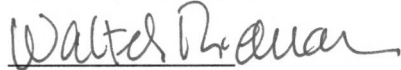
1 APPROVED AS TO FORM AND CONTENT:  
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CALIFORNIA PUBLIC  
UTILITIES COMMISSION

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-and-

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*Attorneys for the California Public  
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\*\* END OF ORDER \*\*